



**AMENDED CERTIFICATE OF AUTHORITY OF
FOREIGN LIMITED PARTNERSHIP OR FOREIGN
LIMITED LIABILITY LIMITED PARTNERSHIP**
SECRETARY OF STATE
SFN 53808 (07-2008)

FOR OFFICE USE ONLY

ID#:	
WO#:	
Filed:	By:

SEE REVERSE SIDE FOR FEES, FILING AND MAILING INSTRUCTIONS

1.A. The application MUST be accompanied by ALL of the following:

- Filing fee of \$40
- If amending the name, a current Certificate of Fact verifying the name change certified by the government officer of the state or country under the laws of which it is organized.

B. The following MAY be required:

- Signed consent to use of name and fee of \$10
- Fictitious Name Certificate and fee of \$25

TYPE OR PRINT LEGIBLY

For reference, see North Dakota Century Code, Section 45-10.2-81

2. This application applies to (check the <input type="checkbox"/> that defines the type of partnership) <input type="checkbox"/> Limited partnership <input type="checkbox"/> Limited Liability Limited Partnership			
3. Reason for Amended Certificate of Authority <input type="checkbox"/> Partnership name change <input type="checkbox"/> Other amendment		4. Federal ID Number	
5. Name of limited partnership or limited liability limited partnership <u>EXACTLY</u> as currently registered with the North Dakota Secretary of State			
6. Name of limited partnership or limited liability limited partnership <u>as amended EXACTLY</u> as it appears on Certificate of Fact from state or country of origin			
7. If applicable, provide the fictitious name and complete the Partnership Fictitious Name Certificate form if the selected fictitious name is not already registered in North Dakota. <u>Only provide the fictitious name in this line if:</u> a) The "new" limited partnership or limited liability limited partnership name is not in the form as required of limited partnerships or limited liability limited partnerships in North Dakota. b) The Secretary of State has notified the limited partnership or limited liability limited partnership that its "new" name is the same as or deceptively similar to a name already registered, and the limited partnership or limited liability limited partnership is unable to obtain consent to use of name from the previous filer or a certified copy of a decree of a court of competent jurisdiction establishing prior right of this limited partnership or limited liability limited partnership to use of the name in North Dakota. c) The limited partnership or limited liability limited partnership does not wish to use or protect its "new" name in North Dakota and chooses to use a name <u>other than its limited partnership or limited liability limited partnership name.</u>			
8. State or Country of Origin	9. Telephone Number	10. Toll-Free Telephone Number	
11. Nature of business or activities the limited partnership or limited liability limited partnership intends to conduct in North Dakota			
12.A. Name of <u>commercial</u> registered agent in <u>North Dakota</u>		12.B. Name of <u>noncommercial</u> registered agent in <u>North Dakota</u>	
12.C. Address of <u>noncommercial</u> registered agent in <u>North Dakota</u> : (Street/RR, PO Box, City, State, Zip+4) May not be only a post office box.			
13. <u>Complete</u> address of the principal office which may not only be a post office box: (Street/RR, PO Box if applicable, City, State, Zip+4)			
14. The general partners, their Social Security/Federal ID #, and the addresses of their principal places of business: (If needed, attach a sheet to add names of additional general partners)			
NAME	SOCIAL SECURITY/ FEDERAL ID #	COMPLETE ADDRESS	
	Street/RR	PO Box City State Zip+4	
15. "The undersigned, a general partner of the limited partnership or limited liability limited partnership, has read the foregoing application, knows the contents thereof, and believes the statements made thereon to be true. I further authorize the Secretary of State to correct numbers 5, 6, 8, 12A and 12B if not correctly reflected."			
Signature			Date
16. Name of person to contact about this document	E-Mail Address	Daytime telephone Number and extension, if any	

**INSTRUCTIONS FOR AMENDED FOREIGN LIMITED PARTNERSHIP OR FOREIGN LIMITED LIABILITY LIMITED PARTNERSHIP (LLLP)
CERTIFICATE OF AUTHORITY**

A foreign limited partnership or LLLP authorized to transact business in the State of North Dakota must promptly apply for an Amended Certificate of Authority:

- a) When the limited partnership or LLLP changes its name, or
- b) When statements on the Limited Partnership or LLLP certificate of authority or its last Amended Certificate of Authority are no longer correct, or were not correct at the time of filing.

An Amended Certificate of Authority is not required if only the commercial or noncommercial registered agent or address of the noncommercial registered agent has changed. This change may be made by filing the Commercial or Noncommercial Registered Agent Statement of Change. Contact the Secretary of State's Office if a form is required.

An amended Certificate of Authority is not required if only the address of the principal office is changing. This address can be changed by contacting the Secretary of State by phone or in writing to the address at the bottom of page 3.

The following numbers correspond to the numbered sections on the front of this form.

1. A. The application for Amended Certificate of Authority must be accompanied by the following:
 - Filing fee of \$40.
(Checks must be payable to "Secretary of State" and must be for U.S. negotiable funds. Payment may also be made by credit card using Visa, Master Card, or Discover.)
 - If amending the name, a current Certificate of Fact verifying the name change certified by the government officer of the state or country where the limited partnership or LLLP is organized. A copy of the amendment is not acceptable.
 - B. The application for Amended Certificate of Authority may be required to be accompanied by the following:
 - Signed consent to use of name and fee of \$10 when the limited partnership or LLLP is already aware of a conflict with its name as amended.
 - Partnership Fictitious Name Certificate and fee of \$25 when the limited partnership or LLLP assumes a name, other than its name as amended, for use in North Dakota.
 2. Indicate whether the application is intended for a limited partnership or an LLLP.
 3. Indicate whether the application is required as a result of an amendment to the limited partnership or LLLP name, or amendment or correction of other information disclosed on the application for Certificate of Authority or the last Amended Certificate of Authority.
 4. To properly maintain records, the Federal ID number is requested.
- Privacy:** In compliance with N.D.C.C., Section 45-10.2-113, social security numbers and Federal ID numbers are not disclosed to the public. They are used by the Secretary of State to maintain accurate limited partnership or LLLP files. Therefore, while voluntary disclosure is requested, failure to do so will not result in rejection of the application.
5. Provide the limited partnership or LLLP name EXACTLY as provided in the Certificate of Authority or last Amended Certificate of Authority filed by the North Dakota Secretary of State. (Punctuation and abbreviations must be consistent as registered.) If the name in number 5 is not the same as currently reflected on the Certificate of Authority or the last Amended Certificate of Authority, the name will be corrected by the Secretary of State when the document is received. If the name is not the same as disclosed on the Certificate of Fact, the name will be corrected by the Secretary of State when the document is received.
 6. Provide the correct limited partnership or LLLP name as amended in the state or country of organization. Punctuation and abbreviations must be consistent with those in the name on the certificate from the government officer of the state or country where the Limited Partnership or LLLP Certificate is filed. If the name in number 6 is not the same as reflected on the Certificate of Fact, the name will be corrected by the Secretary of State when the document is received.
 7. If applicable, provide the fictitious name and complete the Partnership Fictitious Name Certificate form if the selected fictitious name is not already registered in North Dakota. Only provide the fictitious name in this line if:
 - a) The limited partnership or foreign limited liability limited partnership name is not in the form as required of limited partnerships or foreign limited liability limited partnerships in North Dakota.
 - b) The Secretary of State has notified the limited partnership or foreign limited liability limited partnership that its name is the same as or deceptively similar to a name already registered, and the limited partnership or foreign limited liability limited partnership is unable to obtain consent to use of name from the previous filer or a certified copy of a final decree of a court of competent jurisdiction establishing prior right of this limited partnership or foreign limited liability limited partnership to use of the name in North Dakota.
 - c) The limited partnership or foreign limited liability limited partnership does not wish to use or protect its name in North Dakota and chooses to use a name other than its limited partnership or foreign limited liability limited partnership name.

Fictitious Names: A limited partnership or LLLP may choose to use any fictitious name (dba) in addition to its limited partnership or LLLP name in North Dakota. The fictitious name must be registered with the Secretary of State. However, the fictitious name should not be provided in number 6. Instead, complete and attach the Partnership Fictitious Name Certificate and fee of \$25 for each assumed name. Contact the Secretary of State's office for the Partnership Fictitious Name Certificate form.

8. Identify the state or country of organization. If the state or country of origin in number 8 is not the same as reflected on the Certificate of Fact, the state or country will be corrected by the Secretary of State when the document is received.
9. The telephone number of the limited partnership's or LLLP's principal place of business is required.
10. Provide a toll-free telephone number if the limited partnership or LLLP has one.
11. Give a brief explanation of the purposes or nature of business the limited partnership or LLLP intends to transact in North Dakota. The purpose must be specific. "General Business" is not acceptable.
12. **COMMERCIAL OR NONCOMMERCIAL REGISTERED AGENT:** A foreign limited partnership or LLLP must continuously maintain a commercial or noncommercial registered agent and address in North Dakota. A foreign limited partnership or LLLP cannot serve itself as its registered agent.

A commercial registered agent must be registered as a commercial registered agent with the North Dakota Secretary of State. The appointed agent can verify their status as a commercial registered agent from their acknowledged filing and from the list of commercial registered agents maintained on the Secretary of State's website at www.nd.gov/sos.

A noncommercial registered agent may be one of the following:

- a) An individual residing in North Dakota,
- b) A domestic or foreign corporation, or
- c) A domestic or foreign limited liability company.

A corporation or limited liability company appointed as a noncommercial registered agent must be registered with the Secretary of State, be in good standing, and have a business address in North Dakota. If a corporation or limited liability company is named as a noncommercial registered agent, provide the "correct" name of the organization.

Seek the approval of the party before naming them as the commercial or noncommercial registered agent. Proof of the approval is not required to be filed with the Secretary of State.

(continued)

- Secretary of State
State of North Dakota
600 E Boulevard Ave Dept 108
Bismarck ND 58505-0500

Web Site: www.nd.gov/sos



SFN 51478 (11-06)

(All items required to complete transaction)

Name:															Amount Authorized				
Address:										City:					State:		Zip Code:		
<input type="checkbox"/> VISA <input type="checkbox"/> Master Card <input type="checkbox"/> Discover															Signature: (Required by credit card companies)				
Account Number:										V #		Card Expires:							
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